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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)  
) Case No. 12-12020 (MG)  
)  
) Chapter 11  
)  
) Jointly Administered  
)

**APPELLEE'S DESIGNATION OF ADDITIONAL  
ITEMS TO BE INCLUDED IN RECORD ON APPEAL PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 8009**

On June 8, 2016, Appellant Marilyn Lawrence (the "**Appellant**") filed the *Notice of Appeal and Statement of Election* [Docket No. 9922] (the "**Notice of Appeal**"), and on June 22, 2016, the Appellant filed a *Designation of Items & Statement of Issues* [Docket No. 9952] (the "**Designation**"). Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the ResCap Liquidating Trust (the "**Trust**"), by and through its undersigned counsel, hereby designates the below additional items to be included in the record presented on appeal to the United States District Court for the Southern District of New York (the "**Counter-Designation**").

**Subject of Appeal**

The Notice of Appeal filed by the Appellant states that it is an appeal of the "Order Sustaining Objection" dated June 24, 2015, however there is no order of the Court on that date

that is relevant to the Appellant. Accordingly, the Trust reserves all rights with respect to the Notice of Appeal, including the right to contest its validity pursuant to the Federal Rules of Bankruptcy Procedure. Nonetheless, out of an abundance of caution, in the event the Notice of Appeal properly relates to an appeal of the Court's *Order Granting ResCap Liquidating Trust's Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order*, dated May 26, 2016 [Docket No. 9908] (the "**Enforcement Order**"), the Trust submits this Counter-Designation.<sup>1</sup>

**Designation of Additional Items to Be Included in the Record on Appeal**<sup>2</sup>

<b><u>Item No.</u></b>	<b><u>Date</u></b>	<b><u>ECF No.</u></b>	<b><u>Description of Document</u></b>
1.	05/14/2012	1	Voluntary Petition for Residential Capital, LLC
2.	05/14/2012	6	Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings
3.	05/23/2012	141	Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures
4.	06/12/2012	336	Affidavit of Service of Melissa Loomis re: 1) Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors, and Deadlines; and 2) Important Information Regarding Home Equity Line of Credit
5.	07/13/2012	774	Final Supplemental Order Under Bankruptcy Code Sections 105(a), 362, 363, 502, 1107(a), and 1108 and Bankruptcy Rule 9019 (I) Authorizing the Debtors to Continue Implementing Loss Mitigation Programs; (II) Approving Procedures for Compromise and Settlement of Certain Claims, Litigations and Causes of Action; (III) Granting Limited Stay Relief to Permit Foreclosure and Eviction Proceedings, Borrower Bankruptcy Cases, and Title Disputes to Proceed; and (IV) Authorizing and Directing the Debtors to Pay Securitization Trustee Fees and Expenses
6.	08/29/2012	1309	Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof
7.	09/11/2012	1412	Affidavit of Service of Clarissa D. Cu re: Notice of Deadlines for Filing Proofs of Claim

<sup>1</sup> In the Notice of Appeal, the Appellant identified Residential Capital LLC as a party to the order appealed from, with Morrison Foerster LLP as counsel. To the extent the Notice of Appeal relates to an appeal of the Enforcement Order, the proper party to the order appealed from is the Trust, with Kramer Levin Naftalis & Frankel LLP as counsel to the Trust.

<sup>2</sup> Items are generally listed as they appear on the Bankruptcy Court's docket. ECF numbers refer to the Bankruptcy Court's docket unless otherwise indicated. All items designated herein include all exhibits, attachments or other papers included within each docket entry for such an item.

8.	11/07/2012	2093	Order Extending Deadline for Filing Proofs of Claim
9.	08/23/2013	4819-1	Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors
10.	10/11/2013	5342	Notice of Filing of Exhibits 2 through 21 Comprising the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors
11.	10/29/2013	5546	Notice of Filing of the Assumption Schedule Constituting Exhibit 1 of the Plan Supplement
12.	10/29/2013	5547	Notice of Certain Executory Contracts and Unexpired Leases Not Included on the Assumption Schedule
13.	11/12/2013	5715	Notice of (I) Filing of Supplement to Assumption Schedule and (II) Removal of Certain Agreements Therefrom
14.	11/13/2013	5719	Notice of Filing of Revised Exhibit 2 (Liquidating Trust Agreement), Exhibit 4 (Borrower Claims Trust Agreement), Exhibit 13 (Liquidating Trust Causes of Action) and Exhibit 15 (Borrower-Related Causes of Action) Comprising the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors
15.	12/06/2013	6035	Notice of Filing of Complete Assumption Schedule Constituting Exhibit 1 of the Plan Supplement
16.	12/06/2013	6036	Notice of Filing of Revised Exhibit 13 (Liquidating Trust Cause of Action) and Exhibit 15 (Borrower-Related Causes of Action) Comprising the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors
17.	12/10/2013	6064	Notice of Filing of Revised Exhibit 2 (Liquidating Trust Agreement) to the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors
18.	12/11/2013	6065-1	Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors
19.	12/11/2013	6065	Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors
20.	12/11/2013	6066	Findings of Fact for the Revised Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al, and the Official Committee of Unsecured Creditors
21.	12/17/2013	6136	Notice of Filing of Execution Versions of Exhibit 2 (Liquidating Trust Agreement), Exhibit 3 (RMBS Claims Trust Agreement), Exhibit 4 (Borrower Claims Trust Agreement), Exhibit 5 (Private Securities Claims Trust Agreement), and Exhibit 11 (Cooperation Agreement Between Liquidating Trust and the Kessler Settlement Class) to the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors
22.	12/17/2013	6137	Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and Occurrence of Effective Date
23.	12/17/2013	6138	Notice of Deadline and Procedures for Filing Certain Administrative Claims
24.	03/31/2014	6728	Notice of Filing of (1) Amended Exhibit 16 (Final Version of The RMBS Trust Claims Schedules to The Plan), and Annex to Exhibit 3 (Representative Share Schedules to The RMBS Claims Trust Agreement), Comprising Plan Supplement to The Confirmed Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, Et Al and The Official Committee of Unsecured Creditors

25.	02/19/2015	8158	Notice of ResCap Liquidating Trust's Motion for Entry of An Order Establishing Procedures Enforcing Injunctive Provisions of Plan and Confirmation Order
26.	03/12/2015	8367	Transcript of Hearing Held March 12, 2015
27.	03/13/2015	8303	Order Granting the Motion for Entry of an Order Establishing Procedures Enforcing Injunctive Provisions of Plan and Confirmation Order
28.	01/08/2016	9489	Notice of Filing of ResCap Liquidating Trust's Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order
29.	02/01/2016	9576	Objections to ResCap Liquidating Trust's Omnibus Motion to Enforce Injunctive of Plan and Confirmation Order
30.	02/08/2016	9594	Reply of the ResCap Liquidating Trust in Further Support of Its Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order
31.	02/10/2016	9615	Declaration of Joseph A. Shifer in Support of the Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order
32.	02/11/2016	9618	Order Granting ResCap Liquidating Trust's Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order
33.	02/11/2016	9637	Transcript of Hearing Held February 10, 2016
34.	02/18/2016	9664	Response of Marilyn Lawrence re: Declaration of Joseph A. Shifer in Support of the Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order
35.	05/26/2016	9908	Order Granting ResCap Liquidating Trust's Omnibus Motion to Enforce Injunctive Provisions of Plan and Confirmation Order
36.	06/08/2016	9922	Notice of Appeal and Statement of Election of Marilyn Lawrence
37.	06/22/2016	9952	Designation of Items and Statement of Issues re: Notice of Appeal and Statement of Election of Marilyn Lawrence

Dated: New York, New York  
July 6, 2016

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